

Kenneth S. Ziman (KZ-2486)  
William T. Russell, Jr. (WR-0998)  
Robert H. Trust (RT-6660)  
SIMPSON THACHER & BARTLETT LLP  
425 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 455-2000  
Fax: (212) 455-2502

Attorneys for the Administrative Agent for the  
Prepetition Secured Lenders

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

In re: : Chapter 11  
: Case No. 05-44481 (RDD)  
: (Jointly Administered)

DELPHI CORPORATION., et al.,  
Debtors.

:  
:  
:  
:  
:

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that a true and correct copy of the *Limited Objection of the Prepetition Agent to the Debtors' Motion for Order Under §§ 105 and 363 Authorizing the Debtors to Implement a Key Employee Compensation Program* was furnished by U.S. overnight mail, this 22nd day of November, 2005, to the parties on the attached service list:

**SERVICE LIST**

Capital Research and Management Company  
11100 Santa Monica Blvd  
15th Floor  
Los Angeles, CA 90025  
Attn: Michelle Robson

Cohen Weiss & Simon  
330 W. 42nd Street  
New York, NY 10036  
Attn: Bruce Simon

Curtis, Mallet-Prevost, Colt & Mosle LLP  
101 Park Avenue  
New York, NY 10178-0061  
Attn: Steven J. Reisman

Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017  
Attn: Donald Bernstein

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098  
Attn: Sean Corcoran  
Karen Craft

Electronic Data Systems Corp.  
5505 Corporate Drive MSIA  
Troy, MI 48098  
Attn: Michael Nefkens

Flextronics International Asia-Pacific, Ltd.  
c/o Flextronics International USA, Inc.  
2090 Fortune Drive  
San Jose, CA 95131  
Attn: Paul W. Anderson

Freescale Semiconductor, Inc.  
6501 William Cannon Drive West  
MD: OE16  
Austin, TX 78735  
Attn: Richard Lee Chambers, III

FTI Consulting, Inc.  
3 Times Square  
11th Floor  
New York, NY 10036  
Attn: Randall S. Eisenberg

General Electric Company  
One Plastics Avenue

Pittsfield, MA 01201  
Attn: Valerie Venable

Groom Law Group  
1701 Pennsylvania Avenue, NW  
Washington, DC 20006  
Attn: Lonie A. Hassel

Internal Revenue Service  
290 Broadway 5th Floor  
New York, NY 10007  
Attn: Insolvency Department

Internal Revenue Service  
477 Michigan Ave  
Mail Stop 15  
Detroit, MI 48226  
Attn: Insolvency Department

IUE-CWA  
2360 W. Dorothy Lane  
Suite 201  
Dayton, OH 45439  
Attn: Henry Reichard

Jefferies & Company, Inc.  
520 Madison Avenue  
12th Floor  
New York, NY 10022  
Attn: William Q. Derrough

Kurtzman Carson Consultants  
12910 Culver Blvd.  
Suite I  
Los Angeles, CA 90066  
Attn: James Le

Latham & Watkins LLP  
885 Third Avenue  
New York, NY 10022  
Attn: Robert J. Rosenberg

Mesirow Financial  
321 N. Clark St.  
13th Floor  
Chicago, IL 60601

Attn: Melissa Knolls

O'Melveny & Meyer LLP  
400 South Hope Street  
Los Angeles, CA 90071  
Attn: Robert Siegel

O'Melveny & Meyer LLP  
1625 Eye Street, NW  
Washington, DC 20006  
Attn: Tom A. Jerman  
Rachel Janger

Pension Benefit Guaranty Corporation  
1200 K Street, N.W.  
Suite 340  
Washington, DC 20005  
Attn: Jeffrey Cohen

Pension Benefit Guaranty Corporation  
1200 K Street, N.W.  
Suite 340  
Washington, DC 20005-4026  
Attn: Ralph L. Landy

Phillips Nizer LLP  
666 Fifth Avenue  
New York, NY 10103  
Attn: Sandra A. Riemer

Rothschild Inc.  
1251 Avenue of the Americas  
New York, NY 10020  
Attn: David L. Resnick

Shearman & Sterling LLP  
599 Lexington Avenue  
New York, NY 10022  
Attn: Douglas Bartner  
Jill Frizzley

Skadden, Arps, Slate, Meagher & Flom LLP  
333 W. Wacker Dr.  
Suite 2100  
Chicago, IL 60606  
Attn: John Wm. Butler

John K. Lyons  
Ron E. Meisler

Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, NY 10036  
Attn: Kayalyn A. Marafioti  
Thomas J. Matz

Togut, Segal & Segal LLP  
One Penn Plaza  
Suite 3335  
New York, NY 10119  
Attn: Albert Togut

United States Trustee  
33 Whitehall Street  
21st Floor  
New York, NY 10004-2112  
Attn: Alicia M. Leonard

United States Trustee  
33 Whitehall Street  
Suite 2100  
New York, NY 10004  
Attn: Deirdre A. Martini

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
Attn: Jeffrey L. Tanenbaum, Esq.  
Martin J. Bienenstock, Esq.  
Michael P. Kessler, Esq.

Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890  
Attn: Steven M. Cimalore

Dated: November 22, 2005  
New York, New York

/s/ Christina C. Fox